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RECORDATION NO. _____ Filed & Recorded

OCT 3 1973 -9 20 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

DATED AS OF SEPTEMBER 25, 1973

AMENDING

RAILROAD EQUIPMENT LEASE

DATED AS OF MARCH 23, 1973

BETWEEN

BETHLEHEM STEEL CORPORATION,

Lessor

AND

TRAILER TRAIN COMPANY,

Lessee

THIS SUPPLEMENTAL AGREEMENT dated September 25, 1973 between Bethlehem Steel Corporation, a corporation organized under the laws of the State of Delaware (hereinafter sometimes called the "Lessor"), and TRAILER TRAIN COMPANY, a corporation organized under the laws of the State of Delaware, with an office at 300 South Wacker Drive, Chicago, Illinois 60606 (hereinafter sometimes called the "Lessee"):

WITNESSETH:

WHEREAS, by Railroad Equipment Lease dated March 23, 1973 (hereinafter called the "Lease"), Lessor leased to Lessee the railroad flat cars therein set forth;

WHEREAS, the Lessee has requested the Lessor to supplement the Lease in certain respects, as hereinafter more fully described;

NOW, THEREFORE, the parties hereto in consideration of the premises, and each intending to be legally bound hereby, do hereby agree as follows:

1. Section 3 of Schedule A to the Lease is hereby amended to read as follows:

"Date by which Purchase of Cars must be made"

October 31, 1973

2. The Lease, as supplemented by this Agreement, shall continue in full force and effect.

3. Lessee will, at its expense, upon execution and delivery of this Agreement, caused the same to be duly filed and recorded

with Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act, as amended and wherever else required in order to publish notice of and to protect the title of Lessor to the Cars.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their behalf and sealed with their respective seals as of the date first above written.

BETHLEHEM STEEL CORPORATION

BY *Francis W. Lewis*
VICE PRESIDENT

Attest:

G. L. Frankfield
ASSISTANT SECRETARY

SEAL

TRAILER TRAIN COMPANY

BY *Blondener*

Attest:

R. E. Zimmerman
Assistant Secretary

SEAL

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF LEHIGH)

SS:

On this , st day of October , 1973 before me personally
appeared FRANCIS VAN NUYS , to me personally known,
who being by me duly sworn, says that he is Q VICE PRESIDENT

_____ of Bethlehem Steel Corporation, that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors and
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Evelyn L. Weeks

NOTARY PUBLIC

My Commission Expires

City of Bethlehem

Lehigh County

October 13, 1974

STATE OF ILLINOIS)

)

SS:

COUNTY OF C O O K)

On this *27TH* day of *Sept.*, 1973 before me personally appeared F. D. Vandever to me personally known, who, being by me duly sworn, says that he is Director Purchasing and Material Management of Trailer Train Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jo Ann Frank

My Commission Expires June 26, 1974